

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
CHANGE OF OWNERSHIP APPLICATION FOR EXEMPTION- 04/2021 Edition

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
APPLICATION FOR CHANGE OF OWNERSHIP EXEMPTION

SECTION I. IDENTIFICATION, GENERAL INFORMATION, AND CERTIFICATION

This Section must be completed for all projects.

Facility /Project Identification

Facility Name:	Salt Creek Surgery Center Real Estate Only		
Street Address:	530 North Cass Avenue		
City and Zip Code:	Westmont, IL 60559		
County:	Cook	Health Service Area:	007 Health Planning Area: 031

Legislators

State Senator Name: Suz Glowiak Hilton
State Representative Name: Deanne Mazzochi

Applicant(s) [Provide for each applicant (refer to Part 1130.220)]

Exact Legal Name:	NWI Salt Creek Surgery Center LP
Street Address:	1409 Scott Avenue
City and Zip Code:	Winnetka Illinois 60093
Name of Registered Agent:	Corporation Service Company
Registered Agent Street Address:	251 Little Falls Drive
Registered Agent City and Zip Code:	Wilmington Delaware 19808
Name of Chief Executive Officer:	Paul Dalla Lana
CEO Street Address:	180 Dundas Street West, Suite 1100
CEO City and Zip Code:	Toronto, Ontario M5G 1Z8
CEO Telephone Number:	416-366-2000 Ext. 1001

Type of Ownership of Applicants

- | | |
|--|--|
| <input type="checkbox"/> Non-profit Corporation | <input type="checkbox"/> Partnership |
| <input type="checkbox"/> For-profit Corporation | <input type="checkbox"/> Governmental |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Sole Proprietorship <input checked="" type="checkbox"/> Other |

- o Corporations and limited liability companies must provide an **Illinois certificate of good standing**.
- o Partnerships must provide the name of the state in which they are organized and the name and address of each partner specifying whether each is a general or limited partner.

APPEND DOCUMENTATION AS ATTACHMENT 1 IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

Primary Contact [Person to receive ALL correspondence or inquiries]

Name:	Joe Ourth
Title:	Partner
Company Name:	Saul Ewing Arnstein & Lehr LLP
Address:	161 N. Clark Street, Suite 4200, Chicago, IL 60601
Telephone Number:	312-876-7815
E-mail Address:	joe.ourth@saul.com
Fax Number:	312-876-6215

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APPLICATION FOR CHANGE OF OWNERSHIP EXEMPTION

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City and Zip Code:	Westmont, IL 60559		
County:	Cook	Health Service Area:	007 Health Planning Area: 031

Legislators

State Senator Name:	Suzy Glowiak Hilton
State Representative Name:	Deanne Mazzochi

Applicant(s) [Provide for each applicant (refer to Part 1130.220)]

Exact Legal Name:	Northwest Healthcare Properties Real Estate Investment Trust
Street Address:	180 Dundas Street West, Suite 1100
City and Zip Code:	Toronto, Ontario M5G 1Z8
Name of Registered Agent:	N/A
Registered Agent Street Address:	N/A
Registered Agent City and Zip Code:	N/A
Name of Chief Executive Officer:	Paul Dalla Lana
CEO Street Address:	180 Dundas Street West, Suite 1100
CEO City and Zip Code:	Toronto, Ontario M5G 1Z8
CEO Telephone Number:	416-366-2000 Ext. 1001

Type of Ownership of Applicants

<input type="checkbox"/> Non-profit Corporation	<input type="checkbox"/> Partnership
<input type="checkbox"/> For-profit Corporation	<input type="checkbox"/> Governmental
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<ul style="list-style-type: none"> ○ Corporations and limited liability companies must provide an Illinois certificate of good standing. ○ Partnerships must provide the name of the state in which they are organized and the name and address of each partner specifying whether each is a general or limited partner. 	
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City and Zip Code:	Westmont. IL 60559		
County:	Cook	Health Service Area:	007 Health Planning Area: 031

Legislators

State Senator Name:	Suzy Glowiak Hilton
State Representative Name:	Deanne Mazzochi

Applicant(s) [Provide for each applicant (refer to Part 1130.220)]

Exact Legal Name:	MPG Westmont (Property), LLC
Street Address:	444 W. Lake Street, Suite 2100
City and Zip Code:	Chicago 60606
Name of Registered Agent:	Illinois Corporation Service Company
Registered Agent Street Address:	801 Adlai Stevenson Drive
Registered Agent City and Zip Code:	Springfield 62703
Name of Chief Executive Officer:	Stephen M. Gordon (authorized signatory)
CEO Street Address:	444 W. Lake Street, Suite 2100
CEO City and Zip Code:	Chicago 60606
CEO Telephone Number:	(312) 368-4000

Type of Ownership of Applicants

<input type="checkbox"/> Non-profit Corporation	<input type="checkbox"/> Partnership	
<input type="checkbox"/> For-profit Corporation	<input type="checkbox"/> Governmental	
<input checked="" type="checkbox"/> Limited Liability Company	<input type="checkbox"/> Sole Proprietorship	<input type="checkbox"/> Other
<input type="checkbox"/> Proprietorship		
<ul style="list-style-type: none"> o Corporations and limited liability companies must provide an Illinois certificate of good standing. o Partnerships must provide the name of the state in which they are organized and the name and address of each partner specifying whether each is a general or limited partner. 		
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Title:	Partner
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Legislators

State Senator Name:	Suzy Glowiak Hilton
State Representative Name:	Deanne Mazzochi

Applicant(s) [Provide for each applicant (refer to Part 1130.220)]

Exact Legal Name:	HSRE-MPG I,LLC
Street Address:	444 W. Lake Street, Suite 2100
City and Zip Code:	Chicago 60606
Name of Registered Agent:	Corporation Trust Company
Registered Agent Street Address:	1209 Orange Street
Registered Agent City and Zip Code:	Wilmington, DE 19801
Name of Chief Executive Officer:	Stephen M. Gordon (authorized signatory -- no CEO)
CEO Street Address:	444 W. Lake Street, Suite 2100
CEO City and Zip Code:	Chicago 60606
CEO Telephone Number:	(312)368-4000

Type of Ownership of Applicants

- | | | |
|---|--|--------------------------------|
| <input type="checkbox"/> Non-profit Corporation | <input type="checkbox"/> Partnership | |
| <input type="checkbox"/> For-profit Corporation | <input type="checkbox"/> Governmental | |
| <input checked="" type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Sole Proprietorship | <input type="checkbox"/> Other |
| <input type="checkbox"/> Proprietorship | | |
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Title:	Partner
Company Name:	Saul Ewing Arnstein & Lehr LLP
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Additional Contact [Person who is also authorized to discuss the Application]

Name:	
Title:	
Company Name:	
Address:	
Telephone Number:	
E-mail Address:	
Fax Number:	

Post Exemption Contact

[Person to receive all correspondence subsequent to exemption issuance-**THIS PERSON MUST BE EMPLOYED BY THE LICENSED HEALTH CARE FACILITY AS DEFINED AT 20 ILCS 3960**]

Name:	Kevin Emamian
Title:	Director, Investments & Legal Counsel
Company Name:	NorthWest Healthcare Properties REIT
Address:	180 Dundas Street West, Suite 1100, Toronto ON M5G 1Z8
Telephone Number:	416-366-2000,1204
E-mail Address:	Kevin.Emamian@nwhreit.com
Fax Number:	

Site Ownership after the Project is Complete

[Provide this information for each applicable site]

Exact Legal Name of Site Owner:	NWI Salt Creek Surgery Center LP
Address of Site Owner:	1409 Scott Avenue, Winnetka, Illinois 60093
Street Address or Legal Description of the Site:	
Proof of ownership or control of the site is to be provided as Attachment 2. Examples of proof of ownership are property tax statements, tax assessor's documentation, deed, notarized statement of the corporation attesting to ownership, an option to lease, a letter of intent to lease, or a lease.	
APPEND DOCUMENTATION AS ATTACHMENT 2, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.	

Current Operating Identity/Licensee

[Provide this information for each applicable facility and insert after this page.]

Exact Legal Name:	Westmont Surgery Center, LLC d/b/a Salt Creek Surgery Center		
Address:	530 North Cass Avenue, Westmont, IL 60559		
<input type="checkbox"/> Non-profit Corporation	<input type="checkbox"/> Partnership		
<input type="checkbox"/> For-profit Corporation	<input type="checkbox"/> Governmental		
<input checked="" type="checkbox"/> Limited Liability Company	<input type="checkbox"/> Sole Proprietorship	<input type="checkbox"/> Other	

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Operating Identity/Licensee after the Project is Complete

[Provide this information for each applicable facility and insert after this page.]

Exact Legal Name: Westmont Surgery Center, LLC d/b/a Salt Creek Surgery Center	
Address: 530 North Cass Avenue, Westmont, IL 60559	
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<ul style="list-style-type: none"> o Corporations and limited liability companies must provide an Illinois Certificate of Good Standing. o Partnerships must provide the name of the state in which organized and the name and address of each partner specifying whether each is a general or limited partner. o Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership. 	

APPEND DOCUMENTATION AS ATTACHMENT 3, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

Organizational Relationships

Provide (for each applicant) an organizational chart containing the name and relationship of any person or entity who is related (as defined in Part 1130.140). If the related person or entity is participating in the development or funding of the project, describe the interest and the amount and type of any financial contribution.

APPEND DOCUMENTATION AS ATTACHMENT 4, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

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Narrative Description

In the space below, provide a brief narrative description of the change of ownership. Explain **WHAT** is to be done in **State Board defined terms**, **NOT WHY** it is being done. If the project site does **NOT** have a street address, include a legal description of the site.

Westmont Surgery Center, LLC d/b/a Salt Creek Surgery Center (the "License Holder") is located within a building located at 530 North Cass Avenue, Westmont, IL (the "Property"). The current owner of that Building is MPG Westmont (Property), LLC, a Delaware limited liability company ("Existing Owner"). The Existing Owner is ultimately controlled by HSRE-MPG I, LLC (together with the Existing Owner, the "Owner"). The building on the Property has an approximately aggregate square footage of 11,509. The License Holder is the sole tenant in the Building. The License Holder and the Owner are unrelated, unaffiliated entities.

This application for a certificate of exemption is for the change in ownership of the physical plant only and there is no change in the ownership or operation of the facility. The License Holder is unrelated to the Owners, and is not party to the proposed transaction.

The Owner and other entities affiliated with the Owner have executed a Purchase and Sale Agreement in which it agrees to sell the Property to NWI Salt Creek Surgery Center LP, (the "New Owner"). The transaction is part of a larger transaction involving the sale and purchase of multiple properties. The purchase price for the Property is \$8,828,000 and the Property will be conveyed to the New Owner through a special warranty deed which will be recorded with the Recorder's Office. The New Owner is controlled by Northwest Healthcare Properties Real Estate Investment, a real estate investment trust (REIT) focused on investing in health care real estate.

The acquisition of the Property by the New Owner is not expected to result in any changes in the operations of the License Holder or the activities or operations conducted in the building.

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Related Project Costs

Provide the following information, as applicable, with respect to any land related to the project that will be or has been acquired during the last two calendar years:

Land acquisition is related to project	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	Land plus Building
Purchase Price:	\$8,828,000		
Fair Market Value:	\$8,828,000		
Note: Land plus building.			

Project Status and Completion Schedules

Outstanding Permits: Does the facility have any projects for which the State Board issued a permit that is not complete? Yes ___ No ___ If yes, indicate the projects by project number and whether the project will be complete when the exemption that is the subject of this application is complete.

Not Applicable – Real Estate Only

Anticipated exemption completion date (refer to Part 1130.570): April 11, 2022

State Agency Submittals Not Applicable – Real Estate Only

Are the following submittals up to date as applicable:

- Cancer Registry
- APORS
- All formal document requests such as IDPH Questionnaires and Annual Bed Reports been submitted
- All reports regarding outstanding permits

Failure to be up to date with these requirements will result in the Application being deemed incomplete.

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CERTIFICATION

The Application must be signed by the authorized representatives of the applicant entity. Authorized representatives are:

- o in the case of a corporation, any two of its officers or members of its Board of Directors;
- o in the case of a limited liability company, any two of its managers or members (or the sole manager or member when two or more managers or members do not exist);
- o in the case of a partnership, two of its general partners (or the sole general partner, when two or more general partners do not exist);
- o in the case of estates and trusts, two of its beneficiaries (or the sole beneficiary when two or more beneficiaries do not exist); and
- o in the case of a sole proprietor, the individual that is the proprietor.

This Application is filed on the behalf of *NWI Salt Creek Surgery Center LP*

In accordance with the requirements and procedures of the Illinois Health Facilities Planning Act. The undersigned certifies that he or she has the authority to execute and file this Application on behalf of the applicant entity. The undersigned further certifies that the data and information provided herein, and appended hereto, are complete and correct to the best of his or her knowledge and belief. The undersigned also certifies that the fee required for this application is sent herewith or will be paid upon request.

SIGNATURE

Paul Dalla Lana
PRINTED NAME

Manager of NWI MOB REIT LLC (sole member of general partner)
PRINTED TITLE

Notarization:
Subscribed and sworn to before me
this 4th day of March 2022

Signature of Notary

Seal

SIGNATURE

PRINTED NAME

PRINTED TITLE

Notarization:
Subscribed and sworn to before me
this _____ day of _____

Signature of Notary

Seal

*Insert the EXACT legal name of the applicant

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
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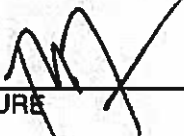
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- o in the case of estates and trusts, two of its beneficiaries (or the sole beneficiary when two or more beneficiaries do not exist); and
- o in the case of a sole proprietor, the individual that is the proprietor.

This Application is filed on the behalf of *Northwest Healthcare Properties Real Estate Investment Trust*

in accordance with the requirements and procedures of the Illinois Health Facilities Planning Act. The undersigned certifies that he or she has the authority to execute and file this Application on behalf of the applicant entity. The undersigned further certifies that the data and information provided herein, and appended hereto, are complete and correct to the best of his or her knowledge and belief. The undersigned also certifies that the fee required for this application is sent herewith or will be paid upon request.



SIGNATURE

Paul Dalla Lana

PRINTED NAME

Chief Executive Officer

PRINTED TITLE



SIGNATURE

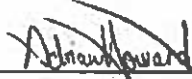
Shailen Chande

PRINTED NAME

Chief Financial Officer

PRINTED TITLE

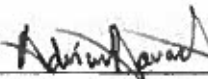
Notarization:
Subscribed and sworn to before me
this 4th day of March 2022



Signature of Notary

Seal

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Subscribed and sworn to before me
this 4th day of March 2022



Signature of Notary

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- o in the case of estates and trusts, two of its beneficiaries (or the sole beneficiary when two or more beneficiaries do not exist); and
- o in the case of a sole proprietor, the individual that is the proprietor.

This Application is filed on the behalf of *MPG Westmont (Property), LLC*

In accordance with the requirements and procedures of the Illinois Health Facilities Planning Act. The undersigned certifies that he or she has the authority to execute and file this Application on behalf of the applicant entity. The undersigned further certifies that the data and information provided herein, and appended hereto, are complete and correct to the best of his or her knowledge and belief. The undersigned also certifies that the fee required for this application is sent herewith or will be paid upon request.

[Signature]
 SIGNATURE
Matthew Campbell
 PRINTED NAME
Authorized Signatory
 PRINTED TITLE

[Signature]
 SIGNATURE
 Stephen Gordon
 PRINTED NAME
 Authorized Signatory
 PRINTED TITLE


Notarization:
Subscribed and sworn to before me
this 7 day of March, 2022

Notarization:
Subscribed and sworn to before me
this 8 day of Mar, 2022

[Signature]
Signature of Notary

[Signature]
Signature of Notary

Seal 
 *Insert the EX-100 legal notice on the applicant

Seal 

State of Illinois
 County of Cook
 This instrument was acknowledged
 Before me on March 8, 2022
 By Stephen Gordon

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
CHANGE OF OWNERSHIP APPLICATION FOR EXEMPTION- 04/2021 Edition

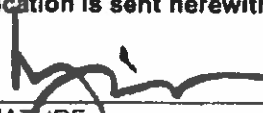
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- o in the case of estates and trusts, two of its beneficiaries (or the sole beneficiary when two or more beneficiaries do not exist); and
- o in the case of a sole proprietor, the individual that is the proprietor.

This Application is filed on the behalf of **HSRE-MPG I, LLC**


in accordance with the requirements and procedures of the Illinois Health Facilities Planning Act. The undersigned certifies that he or she has the authority to execute and file this Application on behalf of the applicant entity. The undersigned further certifies that the data and information provided herein, and appended hereto, are complete and correct to the best of his or her knowledge and belief. The undersigned also certifies that the fee required for this application is sent herewith or will be paid upon request.



 SIGNATURE
 Matthew Campbell

 PRINTED NAME
 Authorized Signatory

 PRINTED TITLE




 SIGNATURE
 Stephen Gordon

 PRINTED NAME
 Authorized Signatory

 PRINTED TITLE

Notarization:
Subscribed and sworn to before me
this 7 day of March, 2022

Notarization:
Subscribed and sworn to before me
this 8 day of MAR, 2022



 Signature of Notary
 KELLEEN ENRIGHT
 OFFICIAL SEAL
 Notary Public - State of Illinois
 My Commission Expires
 October 17, 2022



 Signature of Notary

State of Illinois
 County of Cook
 This instrument was acknowledged
 Before me on March 8, 2022
 By Stephen Gordon

Seal *Insert the EXACT legal name of applicant

Seal
 OFFICIAL SEAL
 STEPHANIE J. MARR
 NOTARY PUBLIC, STATE OF ILLINOIS
 My Commission Expires June 6, 2022

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
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SECTION II. BACKGROUND

BACKGROUND OF APPLICANT

1. A listing of all health care facilities owned or operated by the applicant, including licensing, and certification if applicable.
2. A listing of all health care facilities currently owned and/or operated in Illinois, by any corporate officers or directors, LLC members, partners, or owners of at least 5% of the proposed health care facility.
3. A certified listing of any adverse action taken against any facility owned and/or operated by the applicant, directly or indirectly, during the three years prior to the filing of the application. Please provide information for each applicant, including corporate officers or directors, LLC members, partners and owners of at least 5% of the proposed facility. A health care facility is considered owned or operated by every person or entity that owns, directly or indirectly, an ownership interest.
4. Authorization permitting HFSRB and DPH access to any documents necessary to verify the information submitted, including, but not limited to: official records of DPH or other State agencies; the licensing or certification records of other states, when applicable; and the records of nationally recognized accreditation organizations. **Failure to provide such authorization shall constitute an abandonment or withdrawal of the application without any further action by HFSRB.**
5. If, during a given calendar year, an applicant submits more than one Application, the documentation provided with the prior applications may be utilized to fulfill the information requirements of this criterion. In such instances, the applicant shall attest that the information was previously provided, cite the project number of the prior application, and certify that no changes have occurred regarding the information that has been previously provided. The applicant is able to submit amendments to previously submitted information, as needed, to update and/or clarify data.

APPEND DOCUMENTATION AS ATTACHMENT 5, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM. EACH ITEM (1-4) MUST BE IDENTIFIED IN ATTACHMENT 5.

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SECTION III. CHANGE OF OWNERSHIP (CHOW)

Transaction Type. Check the Following that Applies to the Transaction:

- Purchase resulting in the issuance of a license to an entity different from current licensee.
- Lease resulting in the issuance of a license to an entity different from current licensee.
- Stock transfer resulting in the issuance of a license to a different entity from current licensee.
- Stock transfer resulting in no change from current licensee.
- Assignment or transfer of assets resulting in the issuance of a license to an entity different from the current licensee.
- Assignment or transfer of assets not resulting in the issuance of a license to an entity different from the current licensee.
- Change in membership or sponsorship of a not-for-profit corporation that is the licensed entity.
- Change of 50% or more of the voting members of a not-for-profit corporation's board of directors that controls a health care facility's operations, license, certification or physical plant and assets.
- Change in the sponsorship or control of the person who is licensed, certified or owns the physical plant and assets of a governmental health care facility.
- Sale or transfer of the physical plant and related assets of a health care facility not resulting in a change of current licensee.
- Change of ownership among related persons resulting in a license being issued to an entity different from the current licensee
- Change of ownership among related persons that does not result in a license being issued to an entity different from the current licensee.
- Any other transaction that results in a person obtaining control of a health care facility's operation or physical plant and assets and explain in "Narrative Description."

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1130.520 Requirements for Exemptions Involving the Change of Ownership of a Health Care Facility

1. Prior to acquiring or entering into a contract to acquire an existing health care facility, a person shall submit an application for exemption to HFSRB, submit the required application-processing fee (see Section 1130.230) and receive approval from HFSRB.
2. If the transaction is not completed according to the key terms submitted in the exemption application, a new application is required.
3. **READ** the applicable review criteria outlined below and **submit the required documentation (key terms) for the criteria:**

APPLICABLE REVIEW CRITERIA	CHOW
1130.520(b)(1)(A) - Names of the parties	X
1130.520(b)(1)(B) - Background of the parties, which shall include proof that the applicant is fit, willing, able, and has the qualifications, background and character to adequately provide a proper standard of health service for the community by certifying that no adverse action has been taken against the applicant by the federal government, licensing or certifying bodies, or any other agency of the State of Illinois against any health care facility owned or operated by the applicant, directly or indirectly, within three years preceding the filing of the application.	X
1130.520(b)(1)(C) - Structure of the transaction	X
1130.520(b)(1)(D) - Name of the person who will be licensed or certified entity after the transaction	X
1130.520(b)(1)(E) - List of the ownership or membership interests in such licensed or certified entity both prior to and after the transaction, including a description of the applicant's organizational structure with a listing of controlling or subsidiary persons.	X
1130.520(b)(1)(F) - Fair market value of assets to be transferred.	X
1130.520(b)(1)(G) - The purchase price or other forms of consideration to be provided for those assets. [20 ILCS 3960/8.5(a)]	X
1130.520(b)(2) - Affirmation that any projects for which permits have been issued have been completed or will be completed or altered in accordance with the provisions of this Section	X
1130.520(b)(3) - If the ownership change is for a hospital, affirmation that the facility will not adopt a more restrictive charity care policy than the policy that was in effect one year prior to the transaction. The hospital must provide affirmation that the compliant charity care policy will remain in effect for a two-year period following the change of ownership transaction	X

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APPLICABLE REVIEW CRITERIA	CHOW
1130.520(b)(4) - A statement as to the anticipated benefits of the proposed changes in ownership to the community	X
1130.520(b)(5) - The anticipated or potential cost savings, if any, that will result for the community and the facility because of the change in ownership;	X
1130.520(b)(6) - A description of the facility's quality improvement program mechanism that will be utilized to assure quality control;	X
1130.520(b)(7) - A description of the selection process that the acquiring entity will use to select the facility's governing body;	X
1130.520(b)(9)- A description or summary of any proposed changes to the scope of services or levels of care currently provided at the facility that are anticipated to occur within 24 months after acquisition.	X
APPEND DOCUMENTATION AS <u>ATTACHMENT 6</u>, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.	

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SECTION IV. CHARITY CARE INFORMATION

1. All applicants and co-applicants shall indicate the amount of charity care for the latest three **audited** fiscal years, the cost of charity care and the ratio of that charity care cost to net patient revenue.
2. If the applicant owns or operates one or more facilities, the reporting shall be for each individual facility located in Illinois. If charity care costs are reported on a consolidated basis, the applicant shall provide documentation as to the cost of charity care; the ratio of that charity care to the net patient revenue for the consolidated financial statement; the allocation of charity care costs; and the ratio of charity care cost to net patient revenue for the facility under review.
3. If the applicant is not an existing facility, it shall submit the facility's projected patient mix by payer source, anticipated charity care expense and projected ratio of charity care to net patient revenue by the end of its second year of operation.

Charity care" means care provided by a health care facility for which the provider does not expect to receive payment from the patient or a third-party payer (20 ILCS 3960/3). Charity Care must be provided at cost.

A table in the following format must be provided for all facilities as part of Attachment 7.

CHARITY CARE			
	Year	Year	Year
Net Patient Revenue			
Amount of Charity Care (charges)			
Cost of Charity Care			

APPEND DOCUMENTATION AS ATTACHMENT 7, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

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After paginating the entire completed application indicate, in the chart below, the page numbers for the included attachments:

INDEX OF ATTACHMENTS		
Attachment No.		Pages
1	Applicant Identification including Certificate of Good Standing	19 - 26
2	Site Ownership	27
3	Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership.	28
4	Organizational Relationships (Organizational Chart) Certificate of Good Standing Etc.	29 - 31
5	Background of the Applicant	32
6	Change of Ownership	33 - 36
7	Charity Care Information	37

Section I, Identification, General Information and Certification**Attachment 1, Type of Ownership of Applicants**

An organizational chart showing the current corporate structure of the Applicants along with the post-closing ownership structure of the Applicants is included in Attachment 4. Good standing certificates, where applicable, for the Applicants are also attached.

- a. Westmont Surgery Center, LLC d/b/a Salt Creek Surgery Center (“Salt Creek” or the “License Holder”). Salt Creek is an Illinois limited liability company and is the licensed operator of Salt Creek Surgery Center (the “Surgery Center”). Salt Creek leases the entire building for its Surgery Center. Other than the lease, the Surgery Center has no relationship or affiliation with the owner of the property. The License Holder is not a party to the transaction involving the realty, and is included for informational purposes, but not as an applicant.
- b. MPG Westmont (Property), LLC (“MPG”): MPG is a Delaware limited liability company and is the current owner of the Property which the Surgery Center is located. A Delaware Certificate of Good Standing is attached. An Illinois certificate authorizing MPG to do business in Illinois is included.
- c. HSRE-MPG I, LLC (“HSRE-MPG”): HSRE-MPG is a Delaware limited liability company. HSRE-MPG is the controlling entity of MPG Westmont and is consequently included as a co-applicant. Because HSRE-MPG performs no operations in Illinois, it is not required to obtain authorization to do business in Illinois, but a Delaware Certificate of Good Standing is included.
- d. NWI Salt Creek Surgery Center LP: is a Delaware limited liability company and will be the entity that will hold title to the real property. An Illinois certificate authorizing NWI Salt Creek Surgery Center LP to do business in Illinois is included.
- e. Northwest Healthcare Properties Real Estate Investment Trust (“NWI”): NWI is a Canadian real estate investment trust and is the controlling entity of NWI Salt Creek Surgery Center LP and is consequently included as a co-applicant. NWI performs no operations in Illinois. As a Canadian trust it does not have a traditional Certificate of Good Standing. A link to its trust document can be found at:
<https://northwesthealthcareproperties.gcs-web.com/static-files/2fe73f09-c1ec-4209-8314-d2ffe094f0a1>

CERTIFICATES OF GOOD STANDING FOLLOW

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
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Delaware

The First State

Page 1

I, **JEFFREY W. BULLOCK**, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF LIMITED PARTNERSHIP OF "NWI SALT CREEK SURGERY CENTER LP", FILED IN THIS OFFICE ON THE SEVENTH DAY OF FEBRUARY, A.D. 2022, AT 3:18 O' CLOCK P.M.

Handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line.

Jeffrey W. Bullock, Secretary of State

6601968 8100
SR# 20220400810

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 202604309
Date: 02-08-22

File Number S030852



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

NWI SALT CREEK SURGERY CENTER LP, A DELAWARE LP/LLP HAVING OBTAINED AUTHORITY TO TRANSACT BUSINESS IN ILLINOIS ON FEBRUARY 23, 2022, APPEARS TO HAVE COMPLIED WITH ALL PROVISIONS OF THE UNIFORM LIMITED PARTNERSHIP ACT (2001) OF THIS STATE, AND AS OF THIS DATE IS IN GOOD STANDING AS A FOREIGN LP/LLP AUTHORIZED TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS, HAVING FULFILLED ALL REQUIREMENTS OF SAID ACT WITH REGARD TO PAYMENT OF FEES, THE FILING OF ANNUAL REPORTS (IF APPLICABLE) AND NEITHER HAVING HAD ITS AUTHORITY REVOKED NOR HAVING FILED A NOTICE OF CANCELLATION.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 4TH day of MARCH A.D. 2022 .



Authentication # 2208302870
Authenticate at <https://www.illios.gov>

Jesse White

SECRETARY OF STATE

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
CHANGE OF OWNERSHIP APPLICATION FOR EXEMPTION- 04/2021 Edition

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "HWI US MOB REIT LLC", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF JANUARY, A. D. 2022, AT 7:45 O'CLOCK P.M.


Jeffrey W. Bullock, Secretary of State

6571594 8100
SR# 20220267398

Authentication: 202305369
Date: 01-27-22

You may verify this certificate online at corp.delaware.gov/eultrav.html

File Number 0560837-6



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that I am the keeper of the records of the Department of Business Services. I certify that

MPG WESTMONT (PROPERTY), LLC, A DELAWARE LIMITED LIABILITY COMPANY HAVING OBTAINED ADMISSION TO TRANSACT BUSINESS IN ILLINOIS ON MARCH 15, 2016, APPEARS TO HAVE COMPLIED WITH ALL PROVISIONS OF THE LIMITED LIABILITY COMPANY ACT OF THIS STATE, AND AS OF THIS DATE IS IN GOOD STANDING AS A FOREIGN LIMITED LIABILITY COMPANY ADMITTED TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS.



Authentication #: 2135802216 verifiable until 12/22/2022
Authenticate at: <http://www.ksca.gov>

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 22ND day of DECEMBER A.D. 2021 .

Jesse White

SECRETARY OF STATE

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MPC WESTMONT (PROPERTY), LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF DECEMBER, A.D. 2021.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MPC WESTMONT (PROPERTY), LLC" WAS FORMED ON THE TWENTY-FOURTH DAY OF FEBRUARY, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



Jeffrey W. Bullock
Jeffrey W. Bullock, Secretary of State

9972826 8300
SR# 20214187208
You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 205056869
Date: 12-22-21

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ESRE-MPC I, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF DECEMBER, A.D. 2021.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ESRE-MPC I, LLC" WAS FORMED ON THE FOURTH DAY OF MARCH, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



5980523 8300

SR# 20214187189

You may verify this certificate online at corp.delaware.gov/authver.shtml

Jeffrey W. Bullock, Secretary of State

Authentication: 205056843

Date: 12-22-21

**ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
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Section I, Identification, General Information and Certification

Attachment 2, Site Ownership

Salt Creek Surgery Center is a tenant in the building at 530 North Cass Avenue in Westmont. There will be no change in the surgery center operations or in the ownership of the License Holder as a result of this transaction. The transaction is for the sale of the realty only. The Property is currently owned by MPG Westmont (Property), LLC. In this transaction the new owner of the Property will be NWI Salt Creek Surgery Center LP.

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Section I, Identification, General Information and Certification

Attachment 3, Operating Identity/Licensee

Westmont Surgery Center, LLC d/b/a Salt Creek Surgery Center will continue to be the licensed entity operating the surgery center facility.

Salt Creek Surgery Center is an Illinois limited liability company.

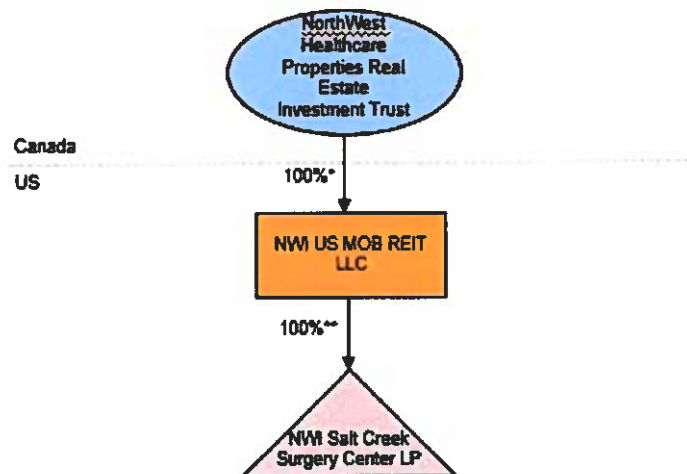
An organizational chart showing the current ownership structure of the realty companies and their relationship to the licensed entity is included in Attachment 4. There should be no change in the licensee's ownership as a result of this transaction.

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
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Section I, Identification, General Information and Certification

Attachment 4, Organizational Relationships

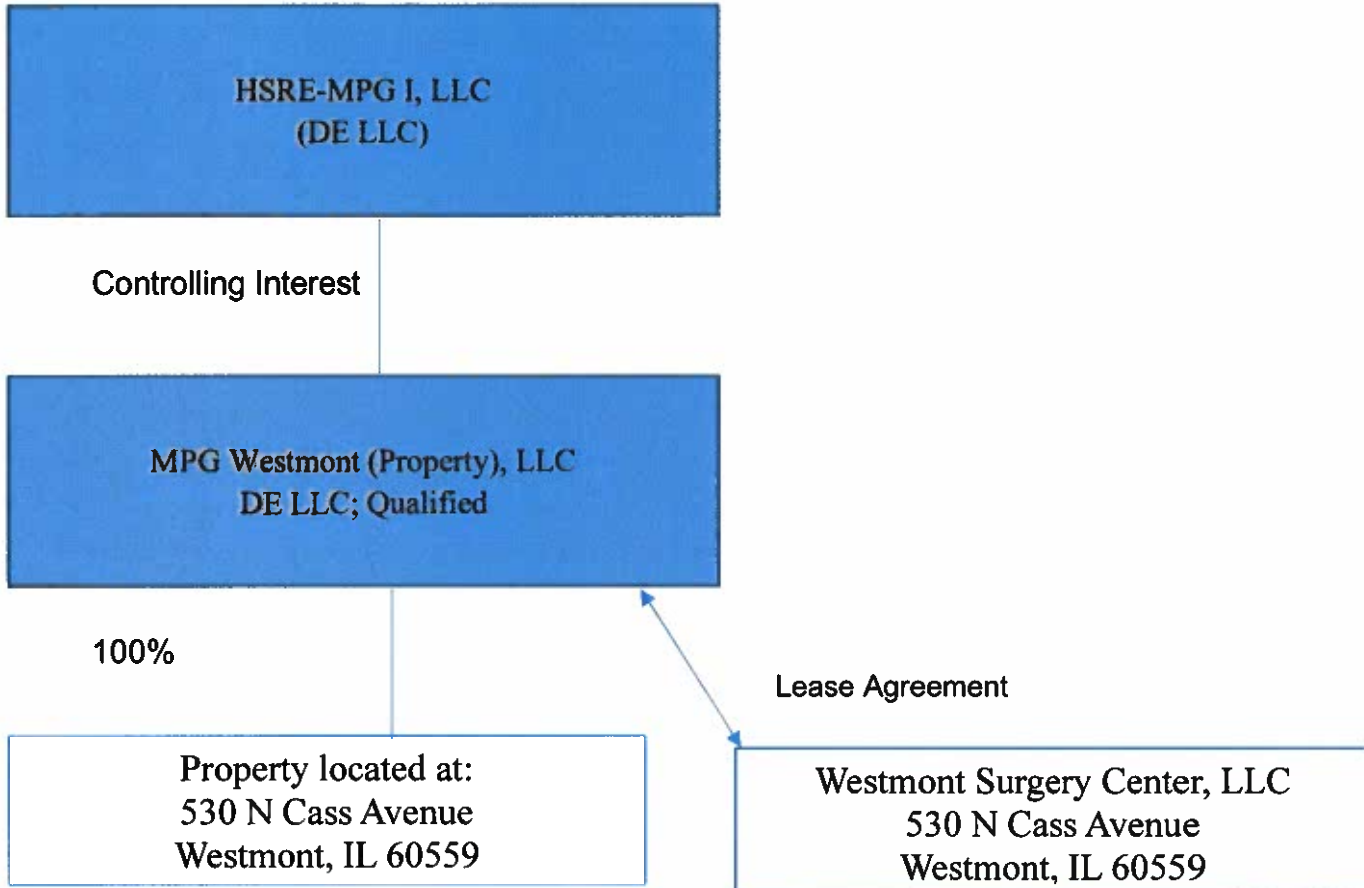
Post Closing Organization Chart



*NorthWest Healthcare Properties Real Estate Investment Trust is an indirect owner of 100% of NWI US MOB REIT LLC.

**NWI US MOB REIT LLC is an indirect owner of 100% of NWI Salt Creek Surgery Center LP.

**Pre Closing Organizational Chart
MPG Westmont (Property), LLC
(Westmont Surgery Center, LLC d/b/a
Salt Creek Surgery Center)
Realty Only**



Section III, Background, Purpose of the Project, and Alternatives**Attachment 5, Background**

1. **A listing of all health care facilities owned or operated by the Applicant, including licensing, and certificate if applicable.**

The Applicants operate no health care facilities.

2. **A certified listing of any adverse action taken against any facility owned and/or operated by the Applicant during the three years prior to the filing of the application.**

By their signatures on the Certification pages to this application, each of the Applicants attest that to the best of their knowledge no adverse action has been taken against any health care facility owned and/or operated by them during the three (3) years prior to the filing of this application.

3. **Authorization permitting HFSRB and DPH access to any documents necessary to verify the information submitted, including, but not limited to: official records of DPH or other State agencies; the licensing or certification records of other states, when applicable; and the records of nationally recognized accreditation organizations.**

By their signatures to the Certification pages to this application, each of the Applicants authorize HFSRB and DPH access to any documents necessary to verify the information submitted, including, but not limited to: (i) official records of DPH or other State agencies; (ii) the licensing or certification records of other states, when applicable; and (iii) the records of nationally recognized accreditation organizations.

Section IV, Change of Ownership**Attachment 6, Requirements for Exemptions Involving the Change of Ownership of a Health Care Facility****Section 1130.520, Information Requirements for Change of Ownership of a Health Care Facility****1. 1130.520(b)(1)(A), Names of Parties:**

An organizational chart showing the current corporate structure of the entities listed as b through e below (the "Applicants") and the surgery center, along with the post-closing ownership structure of the Applicants is included in Attachment 4.

- a. Westmont Surgery Center, LLC d/b/a Salt Creek Surgery Center ("Salt Creek" or the "License Holder"): Salt Creek is an Illinois limited liability company and is the licensed operator of Salt Creek Surgery Center (the "Surgery Center"). Salt Creek leases the entire building for its Surgery Center. Other than the lease, Salt Creek has no relationship or affiliation with the owner of the property. The License Holder is not a party to the transaction involving the realty, and is included for informational purposes, but not as an applicant.
- b. MPG Westmont (Property), LLC ("MPG Westmont"). MPG Westmont is a Delaware limited liability company and is the current owner of the Property where the Surgery Center is located.
- c. HSRE-MPG I,LLC ("HSRE-MPG"). HSRE-MPG is a Delaware limited liability company. HSRE-MPG is the controlling entity of MPG Westmont and is consequently included as a co-applicant.
- d. NWI Salt Creek Surgery Center LP. is a Delaware limited liability company and will be the entity that will hold title to the real property.
- e. Northwest Healthcare Properties Real Estate Investment Trust ("NWH"). NWH is an unincorporated Ontario trust. NWH is a real estate investment trust and is the controlling entity of NWI Salt Creek Surgery Center LP and is consequently included as a co-applicant.

2. **1130.520(b)(1)(B), Background of Parties:** Each of the Applicants, by their signatures to the Certification pages of this application, attest that they are fit, willing, able and have

the qualifications, background and character to adequately provide a proper standard of health service for the community.

By their signatures on the Certification pages to this application, each of the Applicants attest that to the best of their knowledge no adverse action has been taken against any health facility owned and/or operated by each of them during the three (3) years prior to the filing of this application.

3. **1130.520(b)(1)(C), Structure of the Transaction:**

Westmont Surgery Center, LLC d/b/a Salt Creek Surgery Center (the "License Holder") is located within a building located at 530 North Cass Avenue, Westmont, IL 60559 (the "Property"). The current owner of that Property is MPG Westmont (Property), LLC, a Delaware limited liability company ("Existing Owner") is ultimately controlled by HSRE-MPG I, LLC (together with the Existing Owner, the "Owner"). The Property is improved with approximately 11,509 square foot building (the "Building"). The License Holder is the sole tenant of the Building. The License Holder and the Owner are unrelated, unaffiliated entities.

This application for a certificate of exemption is for the change in ownership of the physical plant only and there is no change to the ownership or operation of the facility. The License Holder is unrelated to the Owners, and is not party to the proposed transaction.

The Owner and other entities affiliated with the Owner have executed an asset purchase agreement dated February 18, 2022 in which it agrees to sell the Property to NWI Salt Creek Surgery Center LP, (the "New Owner"). This transaction is part of a larger transaction involving multiple properties. Closing on the transaction is scheduled for April 11, 2022. The purchase price for the Property is \$8,828,000 and the Property will be conveyed to the New Owner through a special warranty deed which will be recorded with the Cook County Recorder's Office. The New Owner is controlled by Northwest Healthcare Properties Real Estate Investment Trust, an unincorporated real estate investment trust (REIT) focused on investing in health care real estate.

The acquisition of the Property by the New Owner is not expected to result in any changes in the operations of the License Holder or the activities or operations conducted in the Building.

4. **1130.520(b)(1)(D), Name of Licensed Entity after Transaction:** Westmont Surgery Center, LLC d/b/a Salt Creek Surgery Center will continue to be the licensed entity after the Proposed Transaction. There is no change in the licensed entity as a consequence of the Proposed Transaction.

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5. **1130.520(b)(1)(E), List of Ownership/Membership Interests in Licensed Entity Prior to and After Transaction:** An organizational chart showing the current ownership structure of the Applicants, along with the post-closing ownership structure, is included in Attachment 4. Good standing certificates for each of the Applicants, where applicable, are included in Attachment 1.
6. **1130.520(b)(1)(F), Fair Market Value of Assets to be Transferred:** The purchase price for the property is \$8,828,000. The transaction is among unrelated parties and the purchase price would be the fair market value.
7. **1130.520(b)(1)(G), Purchase Price or Other Forms of Consideration to be Provided:** The purchase price for the building and land is \$8,828,000.
8. **1130.520(b)(2), Affirmations:** In accordance with 77 Ill. Adm. Code §1130.520, each of the Applicants affirm the following:
 - a. The transaction documents contain a provision that closing is subject to COE approvals.
 - b. No adverse action has been taken against any of the Applicants by the federal government, licensing or certifying bodies, or any other agency of the State of Illinois against any health care facility owned or operated by any of the Applicants, directly or indirectly, within the past three years.
 - c. Any projects for which permits have been issued by the Review Board have been completed or will be completed or altered in accordance with the provisions of 77 Ill. Adm. Code §1130.520.
 - d. The Applicants understand that failure to complete the transaction in accordance with the applicable provisions of Section 1130.500(d) no later than 24 months from the date of exemption approval and failure to comply with the material change requirements of this Section will invalidate the exemption.
9. **1130.520(b)(4), Statement as to the Anticipated Benefits of the Proposed Changes in Ownership to the Community.**

There should be no change in the operation of the Applicant facility as a result of the proposed transaction.
10. **1130.520(b)(5), Statement as to the Anticipated or Potential Cost Savings, if any, That Will Result for the Community and the Facility as a Result of the Change in Ownership.**

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There should be no change in the operation of the Applicant facility as a result of the proposed transaction.

11. **1130.520(b)(6), Description of the Facility's Quality Improvement Program Mechanism that will be Utilized to Assure Quality Control.**

There should be no change in the operation of the Applicant facility as a result of the proposed transaction.

12. **1130.520(b)(1)(E), Description of the applicants' organizational structure, including a listing of controlling or subsidiary persons.**

Diagrams illustrating the ownership structure, both current and post transaction, are provided in Attachment 4.

13. **1130.520(b)(7), Description of the selection process that the acquiring entity will use to select the facility's governing body.**

There should be no change in the process for selecting the governing board of the facility as a result of the proposed transaction.

14. **1130.520(b)(8), Statement that the applicants have prepared a written response addressing the review criteria contained in 77 Ill. Adm. Code 1110.240 and that the response is available for public review on the premises of the health care facility.**

The Applicants have or will prepare a written response addressing the review criteria contained in 77 Ill. Adm. Code 1110.240 that will be available for public review.

15. **1130.520(b)(9), Description or summary of any proposed changes to the scope of services or levels of care currently provided at the facility that are anticipated to occur within twenty-four (24) months after acquisition.**

To the best of the Applicants' knowledge there are no proposed changes to the scope of services or levels of care currently provided at the facility that are anticipated to occur within twenty-four (24) months as a result of the transaction.

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
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Attachment 7, Charity Care Information

CHARITY CARE			
	2018	2019	2020
Net Patient Revenue	N/A	N/A	N/A
Amount of Charity Care (charges)	N/A	N/A	N/A
Cost of Charity Care	N/A	N/A	N/A

*This transaction is for realty only and Salt Creek Surgery Center is not an applicant.